



हिन्दुस्तान पेट्रोलियम कॉर्पोरेशन लिमिटेड

(भारत सरकार उपक्रम) रजिस्टर्ड ऑफिस : 17, जमशेदजी टाटा रोड, मुंबई - 400 020.

HINDUSTAN PETROLEUM CORPORATION LIMITED

(A GOVERNMENT OF INDIA ENTERPRISE) REGISTERED OFFICE : 17, JAMSHEDJI TATA ROAD, MUMBAI - 400 020.

17, जमशेदजी टाटा रोड, पोस्ट बॉक्स नं. - 11041, मुंबई - 400 020. दूरभाष - 2286 3900 • फॅक्स - 2287 2992 • ई-मेल : corphqo@hpcl.co.in
17, Jamshedji Tata Road, P. O. Box No. - 11041, Mumbai - 400 020. Tel. : 2286 3900 • Fax : 2287 2992 • e-mail : corphqo@hpcl.co.in
CIN No.: L23201MH1952GOI008858

Ref.: Co.Secy./VM/232/2018

August 31, 2018

Director – Investor Services & Listing,
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001 **Script Code : 500104**

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block,
Bandra-Kurla Complex,
Bandra East,
Mumbai – 400 051 **Script Name : HINDPETRO**

**Sub.: Report of Scrutinizer –
Combined Report on remote
e-Voting and voting by Ballot
Papers – 66th Annual General
Meeting of the Company.**

Dear Sirs,

We write to forward herewith Combined Report given by Shri Upendra Shukla, Practicing Company Secretary (PCS), Scrutinizer on Remote e-Voting and also voting by Ballot Papers on the Resolutions seeking the approval of Members of the Company at the 66th Annual General Meeting (AGM) of our Corporation held on August 30, 2018

We request you to arrange to host the same on the website of Stock Exchanges.

Thanking you,

Very truly yours,

**V. Murali
Dy. Company Secretary**

Encl: a/a

UPENDRA SHUKLA

B. Com., F.C.S.

Company Secretary

504, Navkar, 5th Floor,
Nandapatkar Road,
Vile-Parle (East),
Mumbai - 400 057.

Tel. (Office) : 2444 9012 - 14
(Resi.) : 2611 8257

on to declare
U. Shukla
30/8/2018.

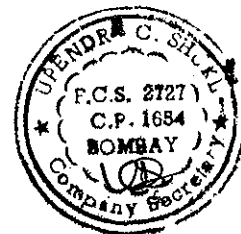
The Chairman and Managing Director,
Hindustan Petroleum Corporation Limited,
17, Jamshedji Tata Road,
Mumbai-400 020

Dear Sir,

Sub: Combined Report on remote E-voting and voting by Ballot Papers conducted at the 66th Annual General Meeting (AGM) of Hindustan Petroleum Corporation Limited.

- 1) As per the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 as also Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of e-Voting to the Shareholders to cast their votes electronically on all the resolutions proposed in the notice of 66th Annual General Meeting.
- 2) In line with the provisions of the Companies Act, 2013 and in terms of the clarifications issued by Ministry of Corporate Affairs(MCA), voting by show of hands is not permitted at the general meeting where e-Voting has been offered to the Shareholders. Accordingly, voting was allowed by the Chairman and was conducted by means of Ballot.
- 3) I, Upendra C. Shukla, Practicing Company Secretary, was appointed as the Scrutinizer by the Company to scrutinize the electronic voting process. I was also appointed as scrutinizer to scrutinize the voting by means of Ballot Papers at the 66th Annual General Meeting (AGM). The said appointment was for scrutinizing the Ballot voting and e-Voting process carried out for the resolutions proposed to be passed at the 66th AGM of the Shareholders of the Company, held on Thursday, the 30th August, 2018.
- 4) M/s. Link Intime India Pvt. Ltd., the Registrar and Share Transfer Agents of the Company, provided all the requisite data of shareholders eligible for voting.
- 5) My responsibility as a Scrutinizer is also to make a Combined Report on the votes cast 'in favour' or 'against' the resolutions placed before the 66th AGM of the Company.
- 6) Based on the reports generated from the e-voting system provided by the Central Depository Services (India) Ltd. (CDSL) and also votes cast on Ballot, I submit the Combined Report of the e-voting and the Ballot as under:

...2/-



: 2 :

Resolution No. 1: Ordinary Resolution: To receive, consider and adopt the Audited Financial Statement of the Corporation for the Financial Year ended March 31, 2018 and Reports of the Board of Directors and Auditors thereon.

	In favour of the Resolution			Against the Resolution			Invalid votes		Not voted		Folio Voted for & Against
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes	No. of Ballot/ Response	No. of shares/ Votes	No. of Ballot/ Response
E-voting	1164	483914993	99.9729	15	131196	0.0271	0	0	19	5388733	1
Ballot	160	784193002	99.9999	2	720	0.0001	3	2236	0	0	0
Combined	1324	1268107995	99.9896	17	131916	0.0104	3	2236	19	5388733	1

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said Ordinary Resolution may be declared passed.

Resolution No. 2: Ordinary Resolution: To confirm Interim Equity Dividend declared for Financial Year 2017-2018 and to approve Final Equity Dividend for the Financial Year 2017-2018.

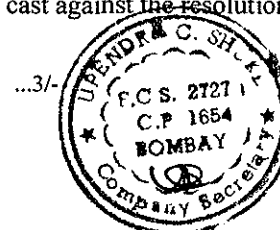
	In favour of the Resolution			Against the Resolution			Invalid votes		Not voted		Folio Voted for & Against
	No. of Ballot/ Response	No. of votes cast	% of votes cast	No. of Ballots / Response	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes	No. of Ballot/ Response	No. of shares/ Votes	No. of Ballot/ Response
E-voting	1174	489317035	99.9997	15	1698	0.0003	0	0	8	111969	0
Ballot	162	784193722	100.0000	0	0	0.0000	3	2236	0	0	0
Combined	1336	1273510757	99.9999	15	1698	0.0001	3	2236	8	111969	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said Ordinary Resolution may be declared passed.

Resolution No. 3: Ordinary Resolution: To appoint a Director in place of Shri Pushp Kumar Joshi (DIN05323634), who retires by rotation and being eligible, offers himself for reappointment.

	In favour of the Resolution			Against the Resolution			Invalid votes		Not voted		Folio Voted for & Against
	No. of Ballot/ Response	No. of votes cast	% of votes cast	No. of Ballots / Response	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes	No. of Ballot/ Response	No. of shares/ Votes	No. of Ballot/ Response
E-voting	795	342586252	70.0129	393	146732258	29.9871	0	0	14	112192	5
Ballot	161	784193047	99.9999	1	675	0.0001	3	2236	0	0	0
Combined	956	1126779299	88.4781	394	146732933	11.5219	3	2236	14	112192	5

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said Ordinary Resolution may be declared passed.



Resolution No. 4: Ordinary Resolution: To appoint a Director in place of Shri S. Jeyakrishnan (DIN07234397), who retires by rotation and being eligible, offers himself for reappointment.

	In favour of the Resolution			Against the Resolution			Invalid votes		Not voted		Folio Voted for & Against
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes	No. of Ballot/ Response	No. of shares/ Votes	No. of Ballot/ Response
E-voting	788	342585226	70.0128	399	146732984	29.9872	0	0	15	112492	5
Ballot	161	784193047	99.9999	1	675	0.0001	3	2236	0	0	0
Combined	949	1126778273	88.4780	400	146733659	11.5220	3	2236	15	112492	5

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said Ordinary Resolution may be declared passed.

Resolution No. 5: Ordinary Resolution: Appointment of Shri Amar Sinha (DIN07915597) as an Independent Director of the Corporation.

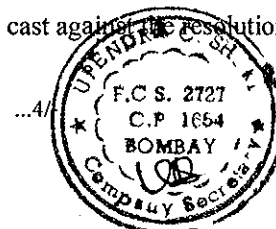
	In favour of the Resolution			Against the Resolution			Invalid votes		Not voted		Folio Voted for & Against
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes	No. of Ballot/ Response	No. of shares/ Votes	No. of Ballot/ Response
E-voting	1125	486718896	99.4693	57	2596581	0.5307	0	0	16	115225	1
Ballot	161	784193047	99.9999	1	675	0.0001	3	2236	0	0	0
Combined	1286	1270911943	99.7961	58	2597256	0.2039	3	2236	16	115225	1

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said Ordinary Resolution may be declared passed.

Resolution No. 6: Ordinary Resolution: Appointment of Shri Siraj Hussain (DIN05346215) as an Independent Director of the Corporation.

	In favour of the Resolution			Against the Resolution			Invalid votes		Not voted		Folio Voted for & Against
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes	No. of Ballot/ Response	No. of shares/ Votes	No. of Ballot/ Response
E-voting	1107	486948596	99.5158	75	2369392	0.4842	0	0	16	112714	1
Ballot	159	784187647	99.9992	3	6075	0.0008	3	2236	0	0	0
Combined	1266	1271136243	99.8135	78	2375467	0.1865	3	2236	16	112714	1

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said Ordinary Resolution may be declared passed.



: 4 :

Resolution No. 7: Ordinary Resolution: Appointment of Shri Subhash Kumar (DIN07905656), nominated by Government of India as representative of ONGC as Part-Time Director.

	In favour of the Resolution			Against the Resolution			Invalid votes		Not voted		Folio Voted for & Against
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes	No. of Ballot/ Response	No. of shares/ Votes	No. of Ballot/ Response
E-voting	741	306468555	62.6318	442	182849474	37.3682	0	0	16	112673	2
Ballot	160	784192372	99.9998	2	1350	0.0002	3	2236	0	0	0
Combined	901	1090660927	85.6420	444	182850824	14.3580	3	2236	16	112673	2

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said Ordinary Resolution may be declared passed.

Resolution No. 8: Ordinary Resolution: Payment of Remuneration to Cost Auditors for Financial Year 2018-2019.

	In favour of the Resolution			Against the Resolution			Invalid votes		Not voted		Folio Voted for & Against
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes	No. of Ballot/ Response	No. of shares/ Votes	No. of Ballot/ Response
E-voting	1142	489025855	99.9402	40	292574	0.0598	0	0	15	112273	0
Ballot	160	784193002	99.9999	1	675	0.0001	3	2236	1	45	0
Combined	1302	1273218857	99.9770	41	293249	0.0230	3	2236	16	112318	0

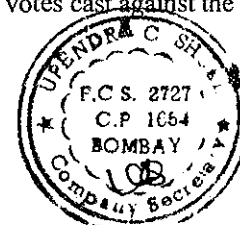
Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said Ordinary Resolution may be declared passed.

Resolution No. 9: Special Resolution: Borrowing of funds upto Rs.12,000 Crores through issue of Debentures / Bonds / Notes etc.

	In favour of the Resolution			Against the Resolution			Invalid votes		Not voted		Folio Voted for & Against
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes	No. of Ballot/ Response	No. of shares/ Votes	No. of Ballot/ Response
E-voting	1085	481283676	98.3355	109	8146770	1.6645	0	0	5	256	2
Ballot	156	784190932	99.9997	4	2295	0.0003	3	2236	2	495	0
Combined	1241	1265474608	99.3602	113	8149065	0.6398	3	2236	7	751	2

Since combined number of votes cast in favour of the resolution is three times more than number of votes cast against the resolution, the said Special Resolution may be declared passed.

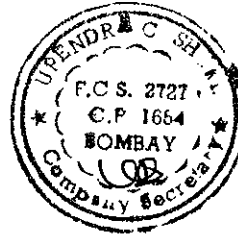
...5/-



: 5 :

- 7) Out of 165 ballot papers, 3 ballot papers were found invalid.
- 8) A list of Equity Shareholders, who voted through e-voting and through Ballot is kept ready for handing over to the Company Secretary.
- 9) Ballot papers and all other relevant records were sealed and are kept ready for handing over to the Company Secretary.

Thanking you,



Yours faithfully,

A handwritten signature in black ink, appearing to be "U.C. Shukla".

(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654

Date: 30th August, 2018
Place: Mumbai